

AMENDMENT TO THE ARTICLES OF ASSOCIATION
OF A TEXAS STATE TRUST COMPANY

Section 182.101 of the Texas Finance Code governs amendments to the articles of association of Texas State trust companies. In addition, the provisions of articles 4.01-4.06 of the Texas Business Corporation Act are incorporated by Section 182.101 of the Texas Finance Code. A state trust company may amend its articles of association at any time and in as many respects as may be desired, so long as the articles as amended contain only such provisions as are lawful under the Finance Code. Amendments may be adopted to change the language of an existing article, to add an article or to delete an article. FORMS FOR ARTICLES OF AMENDMENT ARE NOT PROVIDED BY THE TEXAS DEPARTMENT OF BANKING. Attached is an example of the format which may be used for Articles of Amendment.

Amendments are adopted in the following manner:

The board of directors adopts a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the shareholders. Written or printed notice setting forth the proposed amendment is given to each shareholder of record entitled to vote not less than ten (10) nor more than sixty (60) days before the date of the meeting or in accordance with the trust company's bylaws, either personally or by mail. The proposed amendment is adopted upon receiving the affirmative vote of two-thirds of the outstanding shares entitled to vote or the amount required in the bylaws of the trust company, whichever is higher. If any class or series of shares is entitled to vote as a class, the amendment must receive the affirmative vote of two-thirds of the shares within each class or series that is entitled to vote as a class. Any number of amendments may be submitted to the shareholders and voted upon at one meeting. In the alternative, amendments may be adopted by unanimous written consent of the shareholders.

Articles of Amendment must contain the following information:

1. The name of the trust company.
2. The amendment:
 - (a) If the amendment **changes** an existing article, an identification of the article number being changed and a statement of the text of the article as it is amended to read.
 - (b) If the amendment **deletes** an existing article, an identification of the article number being deleted.
 - (c) If the amendment **adds** an article, an identification of the new article number and a statement of the article as it will read.
3. The date of adoption of the amendment by the shareholders.
4. The number of shares outstanding and the number of shares entitled to vote. If the shares of any class or series are entitled to vote as a class, the designation of the class or series and the number of shares outstanding in each such class or series.
5. The number of shares that voted for and the number of shares that voted against the amendment. If the shares of any class or series are entitled to vote as a class, the number of shares of each class or series that voted for and against the amendment. In the alternative, a statement that the amendment was adopted by unanimous written consent of the shareholders.

6. State whether the amendment does or does not in any manner necessitate an exchange, reclassification or cancellation of any issued shares. If the amendment does necessitate an exchange, reclassification or cancellation of any issued shares insert a statement of the manner in which such exchange, reclassification or cancellation is to be accomplished.
7. If the amendment in any manner effects a change in outstanding restricted capital of the state trust company, insert a statement of the manner in which restricted capital is affected and a statement, expressed in dollars, of the amount of the state trust company's restricted capital following the amendment. In addition, a state trust company may not reduce or increase its outstanding restricted capital without the prior written approval of the banking commissioner, except as permitted by Section 182.103 of the Texas Finance Code or rules adopted under such subtitle. Consult Section 182.103 for information regarding transactions in which separate prior approval is not required.

Signing. The Articles of Amendment must be signed by an authorized officer of the state trust company (they do not need to be notarized).

Filing. Two copies of the Articles of Amendment must be delivered to the Banking Commissioner c/o the Texas Department of Banking along with the filing fee, \$300.00. The delivery address is: Texas Department of Banking, Corporate Activities Division, 2601 North Lamar Blvd., Austin, Texas 78705-4294. After review and approval by the Banking Commissioner, one original document is filed in the official records of the state trust company and a certified file-stamped copy is returned for the trust company's records.

Guidance. This information is provided by the Texas Department of Banking solely to assist with procedural matters. **THIS OFFICE CANNOT PROVIDE LEGAL ADVICE. WE RECOMMEND THAT YOU CONSULT WITH A PRIVATE ATTORNEY.** If extensive amendments are proposed, the state trust company may wish to consider filing Restated Articles of Association pursuant to Article 4.07 of the Texas Business Corporation Act, as incorporated by Sections 182.101 and 182.009 of the Texas Finance Code. Instructions and a recommended format for Restated Articles of Association are available from this office.

[Instructions. Instructions are in italics. Select one (1) from each option provided. Delete all portions of this filing guide which are in italics or do not apply.]

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ASSOCIATION**

Pursuant to the provisions of Section 182.101 of the Texas Finance Code and article 4.04 of the Texas Business Corporation Act, the undersigned state trust company adopts the following articles of amendment to its articles of association.

1. NAME. The name of the association is _____.
(State the name of the association as currently shown in the records of the Texas Department of Banking. If the amendment changes the name of the association, state the old name and not the new name here.)

2. ADOPTION OF AMENDED ARTICLE(S).

The following amendment(s) to the articles of association was adopted by the shareholders of the association on _____, _____.

3. AMENDED ARTICLE(S).

*[Insert concise statement of the general nature of the amendment **here.**]*

*(Option a. If the amendment **alters or changes** any provision of the original or amended articles of association, insert the following:)*

The amendment alters or changes article _____ of the original or amended articles of association and the full text of each provision as altered is as follows:
(State the article as it will read after the amendment here.)

[OR]

*(Option b. If the amendment is an **addition** to the original or amended articles of association, insert the following:)*

The amendment is an addition to the original or amended articles of association and the full text of each provision added is as follows:
(State the article as it will read after the amendment here.)

[OR]

*(Option c. If the amendment **deletes** any provision of the original or amended articles of association, insert the following:)*

The amendment deletes (a portion) (all) of article _____ of the original or amended articles of association. The part that was deleted read as follows:
(*State the article as it will read after the amendment here.*)

4. ENTITLED TO VOTE

*(Option a. If a class or series is **not entitled to vote** on the amendment as a class, insert the following:)*

The number of shares of the association outstanding at the time of such adoption was _____; and the number of shares entitled to vote thereon was _____.

[OR]

*(Option b. If any class or series is entitled to **vote** on the amendment as a class, insert the following:)*

The designation and number of outstanding shares of each class or series entitled to vote thereon as a class were as follows:

<u>Class or Series</u>	<u>Number of Shares Outstanding and Entitled to Vote</u>
_____	_____
_____	_____

5. VOTING.

*(Option a. If the amendment was adopted by **vote at a meeting**, use the following:)*

The number of shares voted for such amendment was _____; and the number of shares voted against such amendment was _____.

[OR]

*(Option b. If any class or series is entitled to **vote** on the amendment as a class, use the following:)*

<u>Class or Series</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
_____	_____	_____
_____	_____	_____

[OR]

*(If the amendment was adopted by **unanimous written consent** of all shareholders use the following:)*

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing pursuant to article 9.10 of the Texas Business Corporation Act adopting said amendment and any written notice required by article 9.10 of the Texas Business Corporation Act has been given.

6. EXCHANGE, RECLASSIFICATION OR CANCELLATION OF SHARES

*(Option a. If the amendment **does not provide** for an exchange, reclassification or cancellation of issued shares, insert the following:)*

The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

[OR]

*(Option b. If the amendment **provides** for an exchange, reclassification or cancellation of issued shares, and the manner in which the same is to be effected is not set forth in the amendment, insert the following:)*

The manner in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

*(Insert concise statement of the **change to be effected here.**)*

7. CHANGE IN RESTRICTED CAPITAL

[The prior written approval of the Banking Commissioner is required pursuant to Section 182.103(a) of the Texas Finance Code for changes in the restricted capital (including the Certified Surplus) other than those listed in Section 182.103(b) of the Texas Finance Code.]

*(Option a. If the amendment **does not effect a change in restricted capital**, insert the following:)*

The amendment does not effect a change in restricted capital.

[OR]

*(Option b. If the amendment **does effects a change in restricted capital**, insert the following:)*

The manner in which such amendment effects a change in the amount of restricted capital, and the amount of restricted capital as changed by such amendment, are as follows:

*(Insert concise statement of the **change to be effected here.**)*

*[The amendment **must be dated and signed by an authorized officer** of the association.]*

Dated _____, _____

(Name of Association)

By _____
Its Authorized Officer